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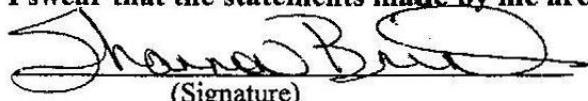
S.D. SEC. OF STATE

**STATE OF SOUTH DAKOTA**  
**Statement of Legal Newspaper Ownership and Circulation**

Return to: Secretary of State, 500 E. Capitol, Pierre, SD 57501-5077

|   |  |   |  |
|---|--|---|--|
| 1. TITLE OF NEWSPAPER   |  | Rapid City Journal                                    | 2. DATE<br>10-01-2012                              |
| 3. FREQUENCY OF ISSUE<br>Daily  |  | 3A. NO. OF ISSUES PUBLISHED ANNUALLY<br>365           | 3B. ANNUAL SUBSCRIPTION<br>PRICE \$ 210.60         |
| 4. COMPLETE MAILING ADDRESS OF KNOWN OFFICE OF PUBLICATION (Street, City, County, State and ZIP+4 Code)<br>(Not printers) PO Box 450, RapidCity, PenningtonCo., SD. 57709-0450  |  |   |  |
| 5. COMPLETE MAILING ADDRESS OF THE HEADQUARTERS OR GENERAL BUSINESS OFFICES OF THE<br>PUBLISHER (Not printers) PO Box 450, RapidCity, Pennington., SD. 57709-0450   |  |   |  |
| 6. FULL NAME OF PUBLISHER: Shannon Brinker  |  |   |  |
| 7. OWNER (If owned by a corporation, its name and address must be stated and list on the back of this form the names and addresses of stockholders owning or holding 1 percent or more of total amount of stock. If not owned by a corporation, the names and addresses of the individual owners must be given. If owned by a partnership or other unincorporated firm, its name and address, as well as that of each individual must be given.)<br>FULL NAME<br><br>Lee Enterprises, 201 N. Harrison St., Ste. 600, Davenport, IA. 52801 |  |   |  |
| 8. KNOWN BONDHOLDERS, MORTGAGES, AND OTHER SECURITY HOLDERS OWNING OR HOLDING 1 PERCENT OR MORE OF TOTAL AMOUNT OF BONDS, MORTGAGES OR OTHER SECURITIES (If there are none, so state. If more space is needed, list on back of this form.)<br><br>Attached  |  |   |  |
| 9. EXTENT AND NATURE OF CIRCULATION   |  | AVERAGE NO. COPIES EACH<br>ISSUED PRECEDING 12 MONTHS | ACTUAL NO. COPIES ISSUED<br>NEAREST TO FILING DATE |
| A. TOTAL NO. COPIES (Net Press Run)   |  | 29064   | 31905  |
| B. PAID AND/OR REQUESTED CIRCULATION<br>1. Sales through dealers and carriers, street vendors and counter sales.  |  | 22222   | 25738  |
| 2. Mail Subscription<br>(Paid and or requested)   |  | 1028  | 1020   |
| C. TOTAL PAID AND/OR REQUESTED CIRCULATION<br>(Sum of 9B1 and 9B2)  |  | 23250   | 26758  |
| D. FREE DISTRIBUTION<br>1. BY MAIL, CARRIER OR OTHER MEANS  |  | 1039  | 1002   |
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| F. COPIES NOT DISTRIBUTED<br>1. Office use, left over, unaccounted, spoiled after printing  |  | 3002  | 2182   |
| 2. Return from News Agents  |  | 1773  | 1963   |
| G. TOTAL (Sum of E, F1 and F2 - Should equal net press run shown in A)  |  | 29064   | 31905  |

Statement must be signed by Publisher, Business Manager, or Owner in the presence of a Notary Public  
 I swear that the statements made by me are true, correct, and complete:



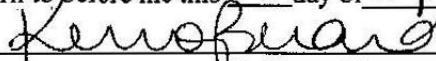
State of South Dakota

County of \_\_\_\_\_

(Seal)

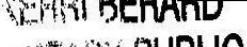
\_\_\_\_\_  
Publisher \_\_\_\_\_  
(Title)

Sworn to before me this 28 day of Sept, 2012



Notary Public

My commission expires JUN 2013



NOTARY PUBLIC

MY COMM. EXP. AUGUST 21, 2013

September 26, 2012

**TO:ALL LEE PUBLISHERS AND CIRCULATION MANAGERS**  
**RE:STATEMENT OF OWNERSHIP--SHAREHOLDERS OVER 1% AS OF 8/31/12**

Schermer Investment Partnerships, 10 S. Wacker Dr., Floor 40, Chicago, IL 60606

Gregory P. Schermer, 2160 St. Andrews Circle, Bettendorf, IA 52722

Cedar Rock Capital Limited, 110 Wigmore Street, London W1U 3RW, United Kingdom

Dimensional Fund Advisors LP, Palisades West, Building One, 6300 Bee Cave road, Austin, Texas 78746

Brown Brothers Harriman & Co, 63 Wall Street, New York, NY 10005

First Clearing, LLC, 901 E. Byrd Street, Richmond, VA 23219

Charles Schwab & Co., Inc., 51 Mercedes Way, Edgewood, NY 11717

UBS Financial Services Inc., 1200 Harbor Blvd, Weehawken, NJ 07086

UBS Securities LLC, 1200 Harbor Blvd, Weehawken, NJ 07086

Pershing LLC Securities Corporation, 1 Pershing Plaza, Jersey City, NJ 07399

Bank of New York, One Wall Street, New York, NY 10286

Northern Trust Company, Processoral C-IN, Chicago, IL 60607

National Financial Services, LLC, 200 Liberty Street, New York, NY 10281

JPMorgan Chase Bank, 14201 Dallas Parkway, Dallas, TX 75254

Ameritrade, Inc., 51 Mercedes Way, Edgewood, NY, 11717

E\*Trade Clearing LLC, 10951 White Rock Road, Rancho Cordova, CA 95670

Scottrade Inc., 51 Mercedes Way, Edgewood, NY 11717

Merrill Lynch, Pierce Fenner & Smith, 4 Corporate Place, Piscataway, NJ 08854

J.P. Morgan Chase Bank, One Chase Manhattan Plaza, New York, NY 10081

Goldman Sachs, 180 Maiden Lane, New York, NY 10038

Wells Fargo Bank Minnesota, N.A., 51 Mercedes Way, Edgewood, NY 11717

Raymond James, 5701 Thompson Creek Boulevard, Lincoln, NE 68516

**Lender Group**

|  |   |
|--|---|
| DB TRUST AMERICAS                              | 60 Wall Street, 3rd Flr., New York, NY 10005                              |
| AAI ARISTEIA FUND PLC                          | 2nd Floor Beaux Lane House Mercer Street Lower Dublin 2                   |
| ALADDIN - ALADDIN DIP OFFSHORE                 | 1209 Orange Street, Wilmington, DE 19801                                  |
| ALADDIN - ALADDIN INTERMEDIATE                 | 1209 Orange Street, Wilmington, DE 19801                                  |
| ALADDIN - MC CREDIT PRODUCTS D                 | 1209 Orange Street, Wilmington, DE 19801                                  |
| ALADDIN CR INTER FUND LTD                      | 1209 Orange Street, Wilmington, DE 19801                                  |
| ALADDIN CR PTNRS I, L.P.                       | 1209 Orange Street, Wilmington, DE 19801                                  |
| ARCHVIEW FUND L.P.                             | 70 East 55th Street, 14th Flr, New York, NY 10022                         |
| ARCHVIEW MASTER FUND LTD.                      | 70 East 55th Street, 14th Flr, New York, NY 10022                         |
| ARISTEIA MASTER LP                             | 136 Madison Ave 3rd Floor New York, NY 10016                              |
| BARCLAYS BK PLC                                | 70 Hudson Street, Jersey City, NJ 07302                                   |
| BH FINANCE LLC                                 | 1440 Kiewit Plaza, Omaha, Nebraska 68131                                  |
| BK NOVA SCOTIA                                 | One Liberty Plaza 26th Flr., New York, NY 10006                           |
| BK NY  | One Wall St., 16th Flr., New York, NY 10286                               |
| BNP PARIBAS**                                  | 787 Seventh Avenue, New York, NY 10019                                    |
| CARL MARKS STRAT INVST L.P.                    | 900 Third Avenue, 33rd Floor, New York, NY 10022                          |
| CITIBANK NA                                    | 1615 Brett Road Building III, New Castle, DE 19720                        |
| COOPERSTOWN MASTER FUND, LTD.                  | 5 Greenwich Office Park, 4th Floor, Greenwich, CT 06831                   |
| CORPORATE DEBT OPP FUND LP                     | One Bryant Park 38th Floor New York, New York United States 10036         |
| CREDIT SUISSE LOAN FUNDING LLC                 | One Madison Ave., 2nd Flr, New York, NY 10010                             |
| DEUTSCHE BANK AG CAYMAN ISLAND                 | 60 Wall Street, 3rd Flr., New York, NY 10005                              |
| FRANKLIN- MUTUAL QUEST FUND                    | 101 John F. Kennedy Parkway, Short Hills, NJ 07078                        |
| GCA-GCA CREDIT OPPORTUNITIES M                 | 101 Park Avenue, 26th Floor New York, NY 10178                            |
| GOLDMAN SACHS LENDING PARTNERS                 | 1 New York Plaza - 42nd Flr., New York, NY 10004                          |
| HSH NORDBANK, KIEL                             | 230 Park Ave., 31st Flr., New York NY 10169                               |
| INTERMEDIATE FD (IRELAND) LTD                  | Beaux Lane House, Mercer Street Lower, Dublin, Ireland 216410             |
| JP MORGAN CHASE NA                             | One First National Plaza, Chicago, IL 60670                               |
| JP MORGAN WHITEFRIARS                          | One First National Plaza, Chicago, IL 60670                               |
| KTRS CREDIT FUND LP                            | One Bryant Park 38th Floor New York, NY United States 10036               |
| MARATHON - CITY OF NEW YORK GR                 | One Bryant Park 38th Floor New York, NY United States 10035               |
| MARATHON - INNOCAP FD                          | One Bryant Park 38th Floor New York, NY United States 10036               |
| MARATHON BLUE ACTIVE FUND, LTD                 | One Bryant Park 38th Floor New York, NY United States 10036               |
| MARATHON CREDIT DISLOCATION FU                 | One Bryant Park 38th Floor New York, NY United States 10036               |
| MARATHON CREDIT OPPORTUNITY MA                 | One Bryant Park 38th Floor New York, NY United States 10036               |
| MARATHON LIQUID CREDIT LONG                    | One Bryant Park 38th Floor New York, NY United States 10036               |
| MARATHON SPECIAL OPP                           | One Bryant Park 38th Floor New York, NY United States 10036               |
| MARATHON-MANAGED ACCTS MAS FD-                 | One Bryant Park 38th Floor New York, NY United States 10036               |
| MEGA ICBC FKA CIAO TUNG BANK                   | One World Financial Ctr., 200 Liberty St., 30th Flr., New York NY 10281   |
| MV CREDIT OPPORTUNITY FUND, LP                 | One Bryant Park 38th Floor New York, NY United States 10036               |
| NORTHERN TR                                    | 50 South LaSalle St., Chicago, IL 60675                                   |
| PENTELI MASTER FUND LTD                        | One Bryant Park 38th Floor New York, NY United States 10036               |
| QUAD CITY BK & TRUST                           | 3551 7th St. Ste 101, Moline, IL 61265                                    |
| ROYAL BK SCOTLAND                              | 465 Grand Avenue, Jersey City, NJ 07302                                   |
| SCOTIABANC, INC.                               | 800 Peachtree St. N.E. Suite 2700, Atlanta, GA 30338                      |
| SIRIUS INVESTMENT FUND SICAV                   | One Bryant Park 38th Floor New York, NY United States 10036               |
| SOUTHPAW CR OPP MASTER FD LP                   | 4 Greenwich Office Park # 4, Greenwich, CT 06831                          |
| SUNTRUST BANK                                  | 55 Park Place, Atlanta, GA 30303  |
| UBS AG, STAMFORD                               | 677 Washington Blvd., Stamford CT 06901                                   |
| US BK NA                                       | 601 Second Ave. So. MPFP0512, Minneapolis, MN 55402                       |
| WELLS FARGO                                    | 420 Montgomery 9th Flr., San Francisco, CA 94163                          |
| Prudential Insurance Company of America        | Two Gateway Center, 10th Flr, Newark, NJ 07102                            |
| Prudential Insurance Company of America        | Two Gateway Center, 10th Flr, Newark, NJ 07102                            |
| Prudential Insurance Company of America        | Two Gateway Center, 10th Flr, Newark, NJ 07102                            |
| Pruco Life Insurance Company                   | Two Gateway Center, 10th Flr, Newark, NJ 07102                            |
| Prudential Annuities Life Assurance            | Two Gateway Center, 10th Flr, Newark, NJ 07102                            |
| Ferry Street I LLC                             | Two Gateway Center, 10th Flr, Newark, NJ 07102                            |
| Pacific Life Insurance Company                 | Global Corporate Trust - CDO, 2 N, LaSale St., 7th Flr, Chicago, IL 60602 |
| Pacific Life Insurance Company                 | 700 Newport Center Drive, Newport Beach, CA 92660                         |
| Pacific Life Insurance Company                 | 700 Newport Center Drive, Newport Beach, CA 92660                         |
| Goldman Sachs, nominee - Archview              | 70 East 55th Street, 14th Flr, New York, NY 10022                         |
| Goldman Sachs, nominee - Archview              | 70 East 55th Street, 14th Flr, New York, NY 10022                         |
| Deutsche Bank Securities Inc.                  | 5022 Gate Parkway, Ste 100, Jacksonville, FL 32258                        |
| Midtown Acquisitions LP                        | 65 East 55th Street, New York, NY 10022                                   |
| TMC MPS Series Fund LP-Partners Series         | 777 Westchester Ave., Ste 203, White Plains, NY 10604                     |
| TMC MPS LTD SPC-Partners Segregated Portfolio  | 777 Westchester Ave., Ste 203, White Plains, NY 10604                     |
| TMC MPS Series Fund LP-Lincoln Series          | 777 Westchester Ave., Ste 203, White Plains, NY 10604                     |
| Southpaw Credit Opportunity Master Fund        | 2 Greenwich Office Park West, Greenwich, CT 06831                         |
| Archview Fund L.P.                             | 70 East 55th Street   |
| Archview Master Fund L.P.                      | 70 East 55th Street   |
| BH Finance LLC                                 | 3555 Farnam Street Ste 1440   |
| Blackwell Partners, LLC                        | 477 Madison Avenue, 12th Floor  |
| Ellis Lake Master Fund                         | 623 Fifth Avenue  |
| GCA Credit Opportunities Master Fund, Ltd.     | 99 Park Avenue, 15th Floor  |
| Goldman Sachs Lending Partners                 | 30 Hudson Street, 5th Floor   |
| JP Morgan Whitefriars                          | 383 Madison Ave 27th Floor Mail code - NY1-M138                           |
| Mudrick Distressed Opportunity Fund Global, LP | 477 Madison Avenue, 12th Floor  |
| Mutual Quest Fund                              | 101 John F. Kennedy Parkway   |
| SPCP Group LLC                                 | 2 Greenwich Plaza - 1st Floor   |
| The Bank of New York Mellon                    | One Wall Street   |